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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Lema Production, Inc.

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EFFECTIVE DATE
01-30-99

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Signature

Requested by:

Name

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R. Purinton FEB - 1 1999

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ARTICLES OF INCORPORATION

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I, the undersigned incorporator of this corporation under the Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

LEMA Production, Inc.

ARTICLE II

Purposes

The general nature of the business and the objects and purposes proposed to be transacted and carried on by and powers of this corporation are to do any and all of the things herein mentioned, as fully and to do the same extent as natural persons might of could do, viz:

To purchase, lease, or otherwise acquire, own, hold, use, improve, build upon, construct, equip, license, manage and operate, mortgage, sell, let, convey or otherwise dispose of, real and personal property, either within of without the State of Florida, in the United States, and in foreign countries, and any interest therein, necessary or convenient for the purposes herein expressed, including stores, plants and commissaries to be used in or in connection with its business. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to formed, to promote and to aid in any way in the formation of any corporation.

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges of franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specified time of times, of payable upon the happening of a specified event of event, secured or for any of the other objects of its business to secure the same by mortgage or mortgages, or deed or property, rights, privileges or franchises.

To enter into, make and perform contracts of every kind with any person, firm association, partnership, syndicate, entity, or corporation, domestic or foreign, municipality, body politic, country, territory, state, government, or colony or dependency thereof, domestic or foreign.

To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, notes, debentures, or other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity or person, domestic or foreign, or of any domestic or

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foreign state, government, or governmental authority, or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such stock, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities for the acquisition of any such stock, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts purchased or required by it, and while the owner or holder of such documents, to exercise all the rights of ownership in respect thereof, and to the extent now or hereafter permitted by law, to aid by loan, subsidy, guarantee, or otherwise, stock issuing, creating or responsible for any such documents.

To have offices, conduct its business, and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restrictions as to place or amount. To engage in the import and export of food stuffs for sale at the wholesale and retail level and to sell food stuffs in the wholesale and retail level.

In general, to carry on any other business or enterprise and exercise all or any of the corporate powers which may be carried on or exercised by a corporation organized under Chapter 607, Florida Statutes, as amended, not forbidden by the laws of the State of Florida.

Any further, to do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, or otherwise granted or permitted by law, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, and to do all the acts and things and conduct any carry on all business and enterprises to do the same extent as any natural person which is not specifically prohibited by law of the State of Florida, United States, of America, any rule or regulation promulgated thereunder.

The said corporation may perform any part of its business outside the State of Florida, in other States, territories, or possessions of the United States, and in all foreign countries.

This corporation has the right to engage in any kind of import or export business.

ARTICLE III Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock of ONE Dollar (\$ 1) per value.

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ARTICLE IV
Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding Common Shares .

ARTICLE V
Duration

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE VI
Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
Initial Registered Office, Agent and Principal Address

The street address of the registered office of this corporation is: **1717 North Bay Shore Drive 3654, Miami, FL, 33132** and the name of the initial registered agent of this corporation at that address is **Mr. Cedric De Pasquale**

ARTICLE VIII
Directors

The initial number of directors of this corporation shall be one (1) The number of directors may be wither increased or decreased from time to time by the by-laws but shall never be less than one (1). The names and addresses of the number of the first board of directors who, subject to the provisions of the Certificate of Incorporation, by the by-laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

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NAME	ADDRESS
Cedric De Pasquale	1717 North Bay Shore Drive 3654 Miami, FL, 33132

ARTICLE IX
Subscribers

The name of the subscriber of these Articles of Incorporation are as follows:

NAME	ADDRESS
Cedric De Pasquale	1717 North Bay Shore Drive 3654 Miami, FL 33132

ARTICLE X
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
Records and Documents

The corporation shall have the further right and power to:
From time to time determine whether and to what extent and what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock books) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspection and account book of document of this corporation except as conferred by state, unless authorized by a resolution of the shareholders or board of Directors.

The corporation may in its by-laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute. Both stockholders and directors shall have power, if the by-laws so provide, to hold their respective meetings, and to have one or more officers within or without the Statutes if the State of Florida, and to keep the books of this corporation (subject to the provisions of the Statutes if the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

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The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Dated this 30th ~~8~~ th day, of January 1998.9 (1999)

CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE OR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

LEMA Production, INC. Incorporated to organize or qualify under the laws of the State of Florida, with its principal place of business at:
1717 North Bay Shore Drive 3654, Miami, FL 33132 as its Agent to accept service of process within Florida.

Signature: *De Ruyck*

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of duties.

Signature: *De Ruyck*

Title: Registered Agent

Date: Saturday 30th
~~Friday 5th~~ of January, 1999

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